

ATTACHMENT 3

CITY OF LAS VEGAS REDEVELOPMENT AGENCY

Tax Increment Financing Application Summary

Applicant Information

Project Name/Applicant Name: World Jewelry Center
Name of Corporation and Development Entity: Heritage-Nevada VIII, LLC
Applicant Business Address: 421 N. Beverly Dr., Ste 350
Beverly Hills, CA 90210
Contact Name: Robert Zarnegin
Contact Phone: 310-888-8864 Fax: 310-858-9155 Email: info@worldjewelrycenter.com
Federal Tax ID Number: 56-2508183
Type of Business Entity: ☐ Corporation ☐ Partnership ☐ Limited Partnership ☐ Individual
☒ Limited Liability Company, _____ State of Incorporation
☐ Other: _____

Project Information (Estimated Values at the Time of Submission)

Project address/location: Union Park ("Parcel E") Las Vegas, NV
Has site plan been submitted: Yes Date Submitted: 10/09/2007 Case Number: SDR-25059
Assessor Parcel Number(s): 139-34-110-004
Land Area: 253,084 sq. ft. and 5.84 acres Building Size: 1,210,352 sq. ft. No. of Floors: 57
No. of Parking Spaces: 2,778
Type of Project: ☐ For Sale Condo ☐ Residential Rental ☐ Incremental Ownership ☐ Other:
☐ Residential – Total Sq. Ft. _____ ☒ Mixed Use – Total Sq. Ft. 1,210,352

Residential Unit Breakdown:

	<u>No. of Units</u>	<u>Sq. Ft. of Units</u>	<u>Base Sale Price</u>	<u>Price per Sq. Ft.</u>
Studio	<u>9</u>	<u>794</u>	<u>\$857,728</u>	<u>\$1,080</u>
One-Bedroom	<u>12</u>	<u>959</u>	<u>\$1,313,422</u>	<u>\$1,370</u>
Two-Bedroom	<u>72</u>	<u>1,463</u>	<u>\$2,166,595</u>	<u>\$1,481</u>
Three-Bedroom	<u>4</u>	<u>2,474</u>	<u>\$3,680,083</u>	<u>\$1,488</u>
Other	<u>1</u>	<u>5,167</u>	<u>\$12,021,765</u>	<u>\$2,327</u>
Total No. of Units	<u>98</u>			

<u>Use of Funds:</u>	<u>Amount</u>	<u>Percent</u>	<u>Sources of Funds:</u>	<u>Amount</u>	<u>Percent</u>
a. Land Acquisition	<u>\$ 10,229,573</u>	<u>1.10%</u>	a. Owners Equity	<u>\$92,718,503</u>	<u>10.00%</u>
b. Site Development	<u>\$ 1,116,144</u>	<u>0.12%</u>	b. Construction Loan	<u>\$568,633,372</u>	<u>61.33%</u>
1) Public Improvements	<u>\$ 105,109,831</u>	<u>11.34%</u>	c. Mezzanine	<u>\$185,437,007</u>	<u>20.00%</u>
c. Building Costs (Hard)	<u>\$ 496,613,707</u>	<u>53.56%</u>	d. Seller Carry back	<u>\$0</u>	<u>0.00 %</u>
d. Soft Costs	<u>\$ 314,115,778</u>	<u>33.88%</u>	e. Tax Increment	<u>\$81,386,167</u>	<u>8.78%</u>
			f. Other	<u>\$ _____</u>	<u>____%</u>
			TOTAL	<u>\$ 927,185,033</u>	<u>100.00%</u>

Total Estimated Project Cost: \$ 927,185,033 Estimated Construction Start Date: 2009
Estimated Total Amount of Tax Increment Financing Requested (in current dollars): \$81,386,167
No. of years TIF rebate requested: 20 (No rebates after calendar year 2031)
Estimated Annual TIF rebate generated: \$ 8,314,051

Do you have a market feasibility study? _____ Yes ☒ No ☐ If Yes, please attach.

Please list what public improvement(s) are eligible for tax increment financing and estimated cost:

<u>Category A</u>	<u>Estimated Cost</u>	<u>Category A</u>	<u>Estimated Cost</u>
1) Streets, Curbs, Gutters:	\$ <u>1,982,093</u>	10) Paving/Driveways:	\$ _____
2) Water Lines:	\$ <u>180,000</u>	11) Flood Control:	\$ _____
3) Sanitary Sewer Lines:	\$ <u>0</u>	12) Mass/Public Transit Facilities:	\$ _____
4) Storm Drainage Facilities:	\$ _____	13) Culverts, Manholes:	\$ _____
5) Ramps/Roads/Bridges:	\$ _____	14) Off-Street Parking Structures:	\$ <u>97,016,314</u>
6) Retaining Walls/Tunnels	\$ _____	15) Landscaping/Fencing:	\$ <u>0</u>
7) Artificial Lighting	\$ _____	16) Site Work/Grading:	\$ <u>2,554,951</u>
8) Traffic Signals:	\$ _____	17) Walkways:	\$ _____
9) Sidewalks:	\$ _____	18) Signage:	\$ <u>550,000</u>
		TOTAL CATEGORY A	\$ <u>102,283,358</u>

<u>Category B</u>	<u>Estimated Cost</u>	<u>Category B</u>	<u>Estimated Cost</u>
1) Electrical Services:	\$ <u>55,000</u>	4) Telecom Services:	\$ _____
2) Utility Infrastructure:	\$ <u>2,771,473</u>	5) Utility Relocation:*	\$ _____
3) Utility Under-grounding:*	\$ _____	6) Other Items:	\$ _____
		TOTAL CATEGORY B	\$ <u>2,826,473</u>

GRAND TOTAL of A & B \$105,109,831

(Please provide detail of "Other Items" and provide explanation why it qualifies as a public improvement.)

**Note – Pertains to qualified public improvements that may include on-sites and off-sites, according to the city's plans.*

Business name, Contact, Address, Work & Fax phone numbers for the following members of the development team:

Contractor: See attached Project Directory

Architect/Engineers: Altoon + Porter Architects

Attorney: _____

Accountant: _____

Project Manager: _____

Construction Manager: _____

Development Consultant: Probitry International Corporation

Property Owner(s), if different than developer: _____

TIF Application Submittal Requirements for Agency Consideration

(Note to Applicant – Before final RDA Board approval, all Exhibits from the checklist must be complete before RDA staff will submit your request for tax increment financing to the RDA Board.)

Submittals Required for Preliminary Qualification (from checklist below)

- ☒ Exhibit A – Tax Increment Application Affidavit
- ☒ Exhibit B – History of the Development Entity
- ☒ Exhibit C – Site Plan and Rendering (Addressed in OPA and DDA documents)
- ☒ Exhibit D – List and Breakdown of Sources and Uses of Funds to undertake project (Addressed in OPA and DDA documents)
- ☒ Exhibit E – Explanation how project complies with RDA Plan

(Note: Please see attached Exhibit A, which incorporates all requested items into one Developer affidavit)

Checklist

- ☒ Exhibit A – Tax Increment Application Affidavit *(submitted for preliminary qualification)*:
 - ☒ Developer will pay Prevailing Wage for the Project as determined by the Nevada State Labor Commissioner;
 - ☒ Developer will submit Employment Plan and comply with RDA Employment Plan Policy;
 - ☐ Developer will pay RDA Application Fee equal to one-half of one percent (1/2 % of 1 %) of the total tax increment used for project; (addressed in OPA)
 - ☒ Developer will list and cost out all eligible qualified Public Improvements for Tax Increment Financing;
 - ☒ Developer will acknowledge the maximum tax rebate available for the project;
 - ☒ Developer and/or lead financing entity sign affidavit that the project would not be financially feasible, if it were not for the RDA's Tax Increment Financing.
- ☒ Exhibit B – Declaration of Development Team and Disclosure of Principals and Entity, including:
 - ☒ History of the Development Entity *(submitted for preliminary qualification)*
 - ☒ Resumes of all principals and key individuals
 - ☒ Organizational structure of the development entity
 - ☒ Evidence of site control (i.e. deed, option to purchase, or purchase contract) (addressed in DDA documents)
- ☒ Exhibit C – Description and Narrative of the Development Project, including: (Addressed in OPA and DDA)
 - ☒ Copies of Project Contracts and/or Memoranda of Understanding
 - ☒ Detailed Performance/Construction Schedule
 - ☒ Site Plan and Rendering *(submitted for preliminary qualification)*
- ☒ Exhibit D – Project Funding and Financial Information, including: (Addressed in OPA and DDA)
 - ☒ List and breakdown of Sources and Uses of Funds to undertake project *(submitted for preliminary qualification)*
 - ☒ Pro-forma statements for five (5) years or length of ownership of Development entity
 - ☒ Current financial statements (2 yrs); P & L (2 yrs); and Balance Sheet (2 yrs)
 - ☒ Current banking relationships
 - ☒ Performance bond references
 - ☒ Demonstration that performance bonds are required, finding of necessity
- ☒ Exhibit E – Explanation how project complies with RDA Plan

EXHIBIT A

TAX INCREMENT APPLICATION AFFIDAVIT

I, Daniel E. Parks, being first duly sworn, depose and state under penalty of perjury as follows:

1. I am a corporate officer, managing member, or sole proprietor of Heritage-Nevada VIII, L ("Applicant"), a company duly organized in the State of Nevada as a Limited Liability Comp (Corporation/LLC/Sole Proprietorship). The Applicant submits this application requesting tax increment financing for the project located at Union Park ("Parcel E") in Las Vegas, Nevada ("Site"). The Applicant represents in this application and all information furnished in support of this application for the purpose of obtaining financial assistance under the City of Las Vegas Redevelopment Agency Tax Increment Financing Program ("TIF Program") and is true and complete to the best of the Applicant's knowledge and belief.

2. I hereby warrant that tax increment financing assistance from the Agency will allow the Applicant to undertake and complete the project which it could not otherwise do. Completion of this project will result in substantial benefit to the Redevelopment Plan Area and the neighborhood adjacent to the Project because of one or more of the following reasons (Please check all applicable reasons):

- ☒ a. Encourage the creation of new business or other appropriate development;
- ☒ b. Create jobs or other business opportunities for nearby residents;
- ☒ c. Increase local revenues from desirable sources;
- ☒ d. Increase levels of desirable human activity in the redevelopment area or the immediate neighborhood in which the redevelopment area is located;
- ☒ e. Possess attributes that are unique, either as to type of use or level of quality and design;
- ☒ f. Require for their construction, installation or operation the use of qualified and trained labor; and
- ☒ g. Demonstrate greater social or financial benefits to the community than would a similar set of buildings, facilities, structures or other improvements not paid for by the Agency.

3. The Applicant hereby acknowledges and declares that it will comply with the following submittal requirements for tax increment financing assistance from the Agency:

- a. Applicant will pay Prevailing Wage for the Project as determined by the Nevada State Labor Commissioner;
- b. Applicant will submit Employment Plan and comply with Agency Employment Plan Policy;
- c. Applicant will list and cost out all qualified Public Improvements for tax increment financing;

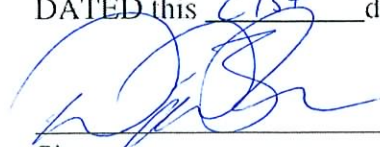
- d. Applicant will acknowledge the maximum tax rebate available for the project;
- e. Applicant will pay a tax increment financing origination fee of \$15,000 to the Agency at time of application submittal for Agency consideration;
- f. Applicant will be required to pay the Agency one-half of one percent of the ~~maximum~~ tax increment available for the project as an Agency administration fee, *pursuant to the Owner Participation Agreement.* ~~which will be deducted out of the first tax increment rebate check fee to the Applicant at completion of the Project; and~~

4. The applicant acknowledges and declares that no other reasonable means of financing buildings, facilities, structures or other improvements are available, because of one or more of the following reason(s) as checked by the Applicant:

- ☒ a. The Project, if financed by the Applicant through cash on hand or through debt financing from a private lender, would not result in a reasonable rate of return to the Applicant; or
- ☒ b. The Applicant would not undertake the full set of improvements contemplated in Exhibit C- Description and Narrative of the Development Project through resources reasonably available to the Applicant.

5. The undersigned Applicant hereby agrees that the Applicant shall at all times indemnify and hold harmless the City of Las Vegas Redevelopment Agency, its employees, officers, directors, and consultants against all losses, costs, damages, expenses, and liabilities of any nature directly or indirectly resulting from arising out of or relating to the acceptance, consideration, approval, or disapproval of this application for tax increment financing assistance.

DATED this 21st day of December, 2007



Signature

Chief Financial Officer

Title

SIGNED AND SWORN TO before

me this 21st day of December, 2007, by ML Esquivel

NOTARY PUBLIC

My commission Expires: July 8, 2011

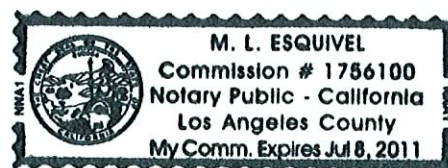


EXHIBIT B

Declaration of Development Team and Disclosure of Principals and Entity

Attachment 1 – History of the Development Entity (*submitted for preliminary qualification*)

Attachment 2 – Resumes of all Principals and Key Individuals

Attachment 3 – Organizational Structure of the Development Entity

Attachment 4 – Evidence of Site Control (i.e. deed, option to purchase, or purchase contract)

EXHIBIT B: Attachment 1 – History of the Development Entity

Corporate Summary

Based in Beverly Hills California, Probity International Corporation has extensive experience in acquiring, developing, financing, managing and leasing office, retail, industrial, hotel and residential properties throughout the United States, with an emphasis in Southern California.

The Company invests for its own account and for a select number of joint venture partners who, like Probity, desire to own real estate for long-term appreciation and cash flow. Probity specializes in developing and owning prime location properties situated in infill, urban and suburban areas throughout the United States.

Corporate Philosophy

Probity International Corporation focuses on developing and owning top-tier real estate and hotel projects that require superior design and creative solutions. Whether dealing with its tenants, customers, employees, vendors, or joint venture partners, Probity is committed to consistently adhering to the highest standards of integrity and ethics.

The Company prides itself on its ability to offer all of the services of a large real estate company while maintaining the agility, responsiveness and attention to detail that is characteristic of a smaller organization. The corporate office is staffed with exceptionally competent and experienced individuals who are committed to providing the highest standard of service and to ensuring each project's success.

Family History

The Zarnegin family's patriarch, Mr. R.S. Zarnegin, began his business career at a very young age, when he first opened a consumer electronics sales and repair shop in his native Iran. By the age of 17, Mr. Zarnegin expanded his business to include ownership of several consumer electronics shops, as well as the manufacturing, importing and wholesale distribution of a multitude of consumer electronic product lines.

In the early 1940's, Mr. Zarnegin established the family's mining business by purchasing the rights to three mining operations in Iran. The mines, with over 2,500 employees, were in the business of exploring, extracting, processing and distributing lead, zinc, and silver ores.

The Zarnegin family's mining companies provided free housing, food, medical care, education and other basic necessities to all of its employees and their immediate families, for over 35 years.

Until his passing, Mr. R.S. Zarnegin continued his tireless efforts in providing support and guidance to his family, as well as providing caring support to many of his favorite charitable and philanthropic causes.

EXHIBIT B: Attachment 2 – Resumes of all Principals and Key Individuals

Robert Zarnegin President & CEO

With extensive real estate investment and development experience, Mr. Zarnegin brings great depth, knowledge and leadership to his role as President and CEO of Probity, where he is responsible for spearheading long-term strategic planning as well as overall operating and business activities.

Mr. Zarnegin is active with many community, charitable, and civic organizations. On June 2, 2006, President George W. Bush appointed Mr. Zarnegin to the U.S. Commission for the Preservation of American Heritage Abroad, which is committed to preserving and protecting the religious and cultural heritage of Americans in foreign lands. He is an active member of the Young Presidents' Organization (YPO) and has served as a member of the Board of Directors of the Los Angeles Chapter of the YPO. He currently serves on the Board of Governors of Cedars-Sinai Medical Center and a number of its committees, as well as the Board of Governors of the Friends of the Sheba Medical Center, and the Advisory Board of the Los Angeles Child Guidance Clinic. Mr. Zarnegin is a member of the Urban Land Institute, the Southern California Business Association, and the Hotel & Lodging Association.

Mr. Zarnegin is a graduate of the University of Southern California with degrees in Economics and Business Administration. Mr. Zarnegin is fluent in three languages.



Daniel Parks
Chief Financial Officer

Mr. Parks joined the Company in 1993 and is directly responsible for all of the Company's accounting, budgeting, forecasting and internal control functions. Mr. Parks' duties include coordination of all corporate and project financing and negotiations, as well as the oversight of all leasing, acquisition and sales activities of the Company. Prior to joining Probity, Mr. Parks was, for nine years, Chief Financial Officer of a large apartment and office development company in Burbank, California. Mr. Parks holds a Bachelor of Arts degree in Business/Economics from the University of California, Santa Barbara and is a licensed California Real Estate Broker.



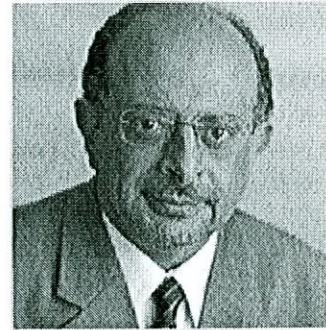
Monica Esquivel
Finance & Treasury

Ms. Esquivel is responsible for the cash management and treasury functions of the Company. Ms. Esquivel reports to the Company Chief Financial Officer and assists with the administration and oversight of the Company's accounting, forecasting and internal control functions. Ms. Esquivel joined Probity in 1990 and has extensive construction accounting experience.



Nabil Albert
Director of Development & Construction

Mr. Albert is responsible for management of all new construction projects including evaluation, programming and budgeting, securing entitlements and permits, hiring project teams, negotiating and awarding contracts, and interacting with lenders. He brings over 30 years of project management, architectural, and interior design experience on both domestic and international high-end projects to the GH&R team. Prior to joining the company, Mr. Albert managed some of the most prestigious hospitality projects in the world - The Bacara Santa Barbara, Four Seasons Beverly Hills, The Sherwood Taipei, The Remington Plaza Los Angeles, as well as various projects for Shangri-La Hotels in Indonesia, Malaysia and The Philippines, and for Hilton Hotels in Australia. Mr. Albert is a registered architect in the State of California and is a member of the National Trust for Historic Preservation.



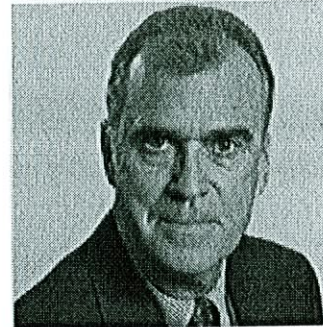
Todd Bruckel
Senior Manager, Investments

Mr. Bruckel is responsible for analyzing investment and development opportunities, as well as assisting in general project management. Prior to joining Probity, he worked as an Associate in the real estate investment banking group at Deutsche Bank Securities, where he was responsible for analyzing and managing investments in both commercial and residential transactions throughout the U.S. He holds an MBA from the Anderson School of Business at the University of California, Los Angeles (UCLA), as well as a bachelor's degree in Mathematics and English from the University of Pennsylvania.



Jack Bousquet
Senior Vice President, Design and Development

With more than three decades of experience in the building industry, Mr. Bousquet brings a wealth of expertise to his role as Probity's Senior Vice President of Design & Development. Mr. Bousquet has served in nearly every capacity within the design and construction field. His extensive background includes leadership positions with such high-profile projects as the Hollywood & Highland mixed-use facility, Disney's California Adventure theme park, the Anaheim Ducks practice facility, Angel's Stadium, ABC Studios, and the New Amsterdam Theatre in New York. Prior to joining Probity, Mr. Bousquet served in various senior executive positions for The Kor Group, TrizecHun Development Corporation, Disney Development Company, and Cadillac Fairview Urban Development. He was also a partner in a real estate development and project management company. Mr. Bousquet has participated in the development of over 8 million square feet of office space, 1,100 condominium units, and over 2,500 hotel rooms. Mr. Bousquet is a graduate of The Georgia Institute of Technology, School of Architecture with a B.S. in building construction.



Michael Tenner
General Counsel

Mr. Tenner is responsible for the coordination and implementation of all legal matters at Probity, including oversight of outside counsel and all litigation matters. Prior to joining Probity, Mr. Tenner worked as general counsel for two large general contractor firms where he focused on construction contract negotiation and drafting, suretyship, and construction defect and claims litigation. He also served as an associate with the law firm Berger, Kahn, Shafon, & Moss. Mr. Tenner received a B. A. with Honors from the University of California, Santa Barbara, a Masters of Art in psychology from Pepperdine University, and a Juris Doctor from Loyola. Mr. Tenner has been licensed in California since 1989. He is involved in numerous professional and community organizations including the Beverly Hills Bar Association and the National Multiple Sclerosis Society.





Project Directory

DEVELOPER-OWNER

HERITAGE NEVADA VIII, LLC

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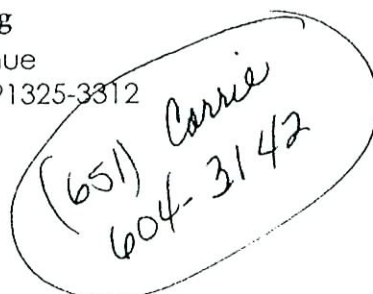
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Tom Crew, Co-Lead Engineer
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Julia (Creel) Izzolo-Project Manager
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Fred Valdes-Senior Interior Architectural Designer
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Kim McOwan
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175 West Jackson Blvd., Suite 1400
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LIGHTING

Fisher Marantz Stone

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MARKETING

MC2

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323.655.7222-Phone
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Ron McMillan
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MARKETING STRATEGY AND INTELLIGENCE

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PERMIT EXPEDITOR (SALES OFFICE)

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Sandra Jones, Assistant
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bbautista@saaia.com

SPECIFICATIONS

Construction Specifications, Inc.

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Agenda Item No.: 47.

AGENDA SUMMARY PAGE
CITY COUNCIL MEETING OF: JANUARY 9, 2008

DEPARTMENT: CITY MANAGER**DIRECTOR: DOUGLAS A. SELBY**☐ Consent ☒ Discussion**SUBJECT:**

ADMINISTRATIVE:

Discussion and possible action regarding a Disposition and Development Agreement between City Parkway V, Inc., and Heritage-Nevada VIII, LLC, for the development of the World Jewelry Center, an industry-specific office, residential condominiums and retail complex on a portion of the Union Park property known as Parcel E and bounded by Grand Central Parkway, Bonneville Avenue and the Union Pacific Railroad Rail Line (APN 139-34-110-004) (\$10,335,600 Gain - City Parkway V, Inc.) - Ward 5 (Barlow)

Fiscal Impact

No Impact



Augmentation Required



Budget Funds Available

Amount:

Funding Source:

Dept./Division:

PURPOSE/BACKGROUND:

Heritage-Nevada VIII, LLC, whose sole member is Robert Zarnegin, has completed their due diligence and has negotiated a Disposition and Development Agreement (DDA) with City Parkway V, Inc., for the acquisition and development of Parcel E within Union Park. Parcel E is approximately 5.90 acres. The project to be constructed on Parcel E is contracted to be an industry-specific office, residential condominiums and retail complex comprising of 815,229 square feet of office space, 139,052 square feet of residential condominiums, and 225,000 square feet of retail space and structured parking. Construction is to begin by October 2009 with the option of two six-month extensions to October 2010 with notification and the payment of extension deposits.

RECOMMENDATION:

Approval and authorization for City Parkway V, Inc., to execute the Disposition and Development Agreement and all escrow and other documents related thereto.

BACKUP DOCUMENTATION:

1. Disposition and Development Agreement
2. Disclosure of Principals
3. Public Purpose Impact Analysis
4. Site Map

EXHIBIT C

Description and Narrative of the Development Project

Attachment 1 – Copies of Project Contracts and/or Memoranda of Understanding

Attachment 2 – Detailed Performance/Construction Schedule

Attachment 3 – Site Plan and Rendering (*submitted for preliminary qualification*)

Contract/Proposal Log

Item #	Contract #	Date of Proposal/Contract	Vendor	Description	Amount of Proposal	Change Order #	Amount of Change Order	Total	Description of Proposal/Contract
1	HN/A+P	03/20/07	Access Technologies Serv - A & P	ADA Compliance	\$ 35,000.00		\$ -	\$ 35,000.00	DD-\$5,000(50%); DD-\$15,000(100%); CD-\$10,000; Coordination Migs (Allowance)-\$5,000
2	HN/A+P	10/16/06	Alison & Porter	Architectural Design	\$ 7,900,000.00		\$ -	\$ 7,900,000.00	Concept Design - \$50,000; SD-Tower-\$600,000; DD-Tower-\$1,250,000; CD-Tower-\$2,000,000; Bidding Permits-Tower-\$300,000; CA-Tower-\$2,000,000; SD-Parking-\$70,000; DD-Parking-\$100,000; CD-Parking-\$300,000; Bidding Permits-Parking-\$30,000; CD-Parking-\$200,000; SD-Retail-\$150,000; DD-Retail-\$200,000; CD-Retail-\$415,000; Bidding Permits-Retail-\$35,000; CA-Retail-\$200,000
3	HN	08/28/06	Aviation Management Assoc., Inc.	Technical consultation, obstruction analysis & filing	\$ 50,000.00		\$ -	\$ 50,000.00	\$200/hr. for additional analysis; coordination & support. Retainer was \$3,200
4	HN	09/13/07	B2 Developer Services	Consulting Services for Clark County	\$ 4,500.00		\$ -	\$ 4,500.00	Research and compile necessary elements of the application package. -Permit expediter for sales office
5	HN/CSA	08/03/07	CSA Architects	Conceptual Design Proposal - 43-52	\$ 37,000.00		\$ -	\$ 37,000.00	Phase one, Interior Architectural Conceptual Design - Residential Floors 43-52
6	HN/A+P	05/06/06	Chew Specifications - A & P	Architectural Specifications	\$ 135,000.00		\$ -	\$ 135,000.00	SD-Tower & Parking-\$20,250; DD-Tower & Parking-\$47,250; CD-Tower & Parking-\$67,500
7	HN/A+P	05/06/06	Chew Specifications - A & P	Architectural Specifications	\$ 31,500.00		\$ -	\$ 31,500.00	SD-Retail-\$4,750; DD-Retail-\$11,000; CD-Retail-\$15,750
8	HN/HRA	07/26/07	C.S. Caulkins Co., Inc.	Window Washing	\$ 59,500.00		\$ -	\$ 59,500.00	DD-\$34,750; CD-\$10,500; CA-\$14,250

Contract/Proposal Log

Item #	Contract #	Date of Proposal/Contract	Vendor	Description	Amount of Proposal	Change Order #	Amount of Change Order	Total	Description of Proposal/Contract
9	HN/HRA	02/07/07	Dolan-subsidary/Gausman Moore- A & P	Electrical	\$ 1,186,700.00		\$ -	\$ 1,186,700.00	SD-Tower-\$90,000; DD-Tower-\$127,000; CD-Tower-\$203,000; CA-Tower-\$262,360; SD-Club-\$9,000; DD-Club-\$14,000; CD-Club-\$27,000; CA-Club-\$15,000; SD-Museum-\$18,000; DD-Museum-\$28,000; CD-Museum-\$54,000; CA-Museum-\$30,000; Parking Garage-SD-\$20,000; Parking Garage-DD-\$0,000; Parking Garage-CD-\$65,000; Parking Garage-CA-\$59,340; Central Plant-\$65,000; Leed Allowance-\$50,000
10	HN/HRA	05/30/07	Data Core - A & P	Low Voltage Systems	\$ -		\$ -	\$ -	Schematics-\$15,000; DD-\$30,000; CD-\$60,000; Reimbursables - NTE \$16,000 GETTING ALTERNATE BIDS
11	HN		DP Studios - A & P	Models					
12	HN	05/11/07	ESD	Environmental Consulting	\$ 17,500.00		\$ -	\$ 17,500.00	Lump Sum - Phase One-Time Review
13	HN/HRA	05/11/07	Flack + Kurtz	Mechanical/Plumbing	\$ 1,206,000.00		\$ -	\$ 1,206,000.00	Tower-\$540,000; Retail-\$130,000; Residential-\$176,000; Parking Garage-\$195,000; Club Level-\$95,000; Museum/Exhibit-\$70,000;
14	HN/A+P	04/17/07	FMS - A & P	Lighting Design Services	\$ 267,000.00		\$ -	\$ 267,000.00	SD-\$51,000; DD-\$71,000; CD-\$109,000; CA-\$36,000
15	HN	05/09/07	G.C. Wallace Companies	Traffic and Parking	\$ 15,000.00		\$ -	\$ 15,000.00	Parking Studies-NTE
16	HN	05/08/07	G.C. Wallace Companies	Civil Engineering Services	\$ 158,890.00		\$ -	\$ 158,890.00	Topographic Mapping-\$5,590; Entitlement Coordination & Support-\$5,000; Conceptual Grading Plan-\$2,500; Technical Drainage Study-\$15,600; LEED Gold Cert-\$18,000; Water Network-\$3,200; Civil Engineering-\$65,000; Processing-\$8,000; Legal Descrip & Exhibits-\$4,000; Coordination Mts-\$12,000; CA Support-\$8,000; Reimb-\$12,000

Contract/Proposal Log

Item #	Contract #	Date of Proposal/Contract	Vendor	Description	Amount of Proposal	Change Order #	Amount of Change Order	Total	Description of Proposal/Contract
17	HN		G.J. Smith (Rick Mancuso)	Security Consulting					Pending
18	HN/HRA	09/21/06	HKA Elevator Consulting Services	Elevator Consulting Services	\$ 59,800.00		\$ -	\$ 59,800.00	SD-\$8,970; DD-\$11,960; CD/Bidding-\$23,920.00; CA-\$14,950
19	HN	06/06/06	HKS	Architect	\$ 281,846.00		\$ -	\$ 281,846.00	Terminated proposal-CTD
20	HN	07/13/06	HMA - Matt Bade	Security Consulting	\$ 127,500.00		\$ -	\$ 127,500.00	Programming & SD-\$29,000; DD-\$20,000; CD-\$42,000; CA-\$24,000 - Reimb. \$13,500
21	HN/A+P	10/03/06	JAMA - A & P	Structural Engineer	\$ 1,965,000.00		\$ -	\$ 1,965,000.00	SD-Tower-\$170,000; DD-Tower-\$230,000; CD-Tower-\$460,000; CA-Tower-\$290,000; SD-Parking-\$75,000; DD-Parking-\$95,000; CD-Parking-\$195,000; CA-Parking-\$125,000; Retail-SD-\$46,750; Retail-DD-\$65,000; Retail-CD-\$130,000; Retail-CA-\$81,250
22	HN/A+P	03/21/07	LEED-(JWA) - A & P	Architectural Consulting Services in Collaboration with A & P	\$ 277,500.00		\$ -	\$ 277,500.00	Task-1-Dsgn. Related LEED review-\$115,000; Task 2-Bld Construct. Closeout & Acceptance-\$105,000; Task 3-Green Specs-\$12,000; Task 4-Support TI Guidebook-\$15,000; Reimbursables-Cost plus 10%; Energy Modeling-\$30,500 - No commissioning-separate consultant
	HN/A+P	CO #1	LEED-(JWA) - A & P	Architectural Consulting Services in Collaboration with A & P	\$ 2,800.00		\$ -	\$ 2,800.00	Review revised plans, re-construct schematic level building model & incorporate envelope measures. Extra Services-\$200 per measure - Items a, b, & c lump sum \$2,800.
23	HN	04/17/07	Lochsa Engineering	Civil & Surveying for Mapping	\$ 191,000.00		\$ -	\$ 191,000.00	Prelim Wk-\$15,000; Boundary Survey-\$6,000; Tentative Map-\$40,000; Final Map-\$120,000; Reimbursables-\$10,000
24	HN	04/10/07	Mann Design Group, Inc. (Custom Craft)	Independent contractor - Jewelry manufacturing expert	\$ 15,000.00		\$ 10,000.00	\$ 25,000.00	Coordination, Research & reporting - \$150/hr. Meetings & Travel-\$1,000/day. Travel Expenses-variable.Email-Jack Bousquet add \$10,000

Contract/Proposal Log

Item #	Contract #	Date of Proposal/Contract	Vendor	Description	Amount of Proposal	Change Order #	Amount of Change Order	Total	Description of Proposal/Contract
25	HN/MA/TT	08/15/05	Matt Construction	Pre-Construction Services	\$ 1,183,763.00		\$ -	\$ 1,183,763.00	T & M Basis - per standard preconstruction hourly rates- Forecasted Fee
26	HN/MA+P	03/28/07	Patrick Byrne & Assoc., Inc (PBA) - A & P	Electrical	\$ 94,000.00		\$ -	\$ 94,000.00	SD-Retail-\$8,800; DD-Retail-\$10,000; CD-Retail-\$51,700; Bid/CA-Retail-\$23,500
27	HN	04/20/07	Poulsen Construction Mgmt. Inc	Scheduling consulting	\$ 75,000.00		\$ -	\$ 75,000.00	\$15,000/occasion-Master Schedule; \$5,000/monthly monitor; \$5,500/monthly monitor & contractor schedule analysis. Note this is all per occasion.
28	HN/MA+P	01/29/07	RJA - A & P	Code Consultant	\$ 243,500.00			\$ 243,500.00	Code Analysis - \$63,000; Fire Protection Dsgn-\$32,000; Arrium Fire Modeling-\$35,000; Retail-Services-\$86,000; Smoke Modeling-\$27,500
29	HN/MA+P	10/31/06	RWMDI - A & P	Wind Engineering	\$ 98,500.00		\$ -	\$ 98,500.00	Preliminary Services-\$20,500; Detailed Studies-\$69,000; Optional Services-\$9,000 - NOT EXECUTED
30	HN/MA+P	05/24/07	RSM- A & P	Graphics Design Services	\$ 234,008.00		\$ -	\$ 234,008.00	CD-\$65,250; SD-\$61,605; DD-\$55,980; Design Intent-\$49,923; Bidding-\$1,250; Reimbursables-\$23,400
31	HN	04/03/07	SFA Design	Interior Design	\$ 25,000.00		\$ -	\$ 25,000.00	T & M Basis - not to exceed \$25,000 - WAITING FOR A PROPOSAL
32	HN	04/13/07	Shlemmer & Algaze & Assoc	Space Plan/Block Plans	\$ 21,128.00		\$ -	\$ 21,128.00	Conceptual Design. Reimbursables on a T & M - WAITING FOR A PROPOSAL
33	HN/HR/A	04/20/07	Simpson Gumpertz & Heger, Inc. - A & P	Waterproofing Consultants	\$ 450,000.00		\$ -	\$ 450,000.00	DD-\$85,000; CD-\$40,000; CD-\$325,000

Contract/Proposal Log

Item #	Contract #	Date of Proposal/Contract	Vendor	Description	Amount of Proposal	Change Order #	Amount of Change Order	Total	Description of Proposal/Contract
34	HN/HRA	05/01/07	SWA - A & P	Landscape	\$ 30,000.00			\$ 30,000.00	Conceptual Fixed sum of \$20,000. Fees based on % of completion. Cost plus 10% for reimbursement.
35	HN	04/24/06	Terracon Consultants	Environmental Consulting	\$ 38,785.00		\$ -	\$ 38,785.00	Preconstruction - \$8,100 - Environmental - \$30,685
36	HN	04/24/06	Terracon Consultants	Geotechnical	\$ 120,820.00		\$ -	\$ 120,820.00	Pre-Construction-\$17,500; Geotechnical report-field exploration-\$103,320; Additional Services, drilled shaft load tests, would be between \$360.00 & \$400,000.
37	HN/A+P	01/30/07	TKS & Carter - A & P	Mechanical Engineers	\$ 10,575.00		\$ -	\$ 10,575.00	Paid to Date - But will not be contracted
38	HN	10/27/06	Walker Parking Consultants	Parking Consultants	\$ 20,000.00		\$ 20,000.00	\$ 40,000.00	Initial Budget-\$20,000 - T & M - E-Mail Nabli Authorizing - \$20,000 additional
39	HN/A+P	08/29/07	Vantage Technology Services - A & P	Lighting for Building	\$ 10,000.00		\$ -	\$ 10,000.00	Provide LED options for lighting exterior; provide cost estimates for each option; establish LED program in conjunction with the Owner; provide operating cost estimates; timing for services to be 4 weeks.
40	HN/HRA	10/10/06	Veneklassen Associates	Acoustical Consultation	\$ 99,000.00		\$ -	\$ 99,000.00	SD-Tower-\$10,500; DD-Tower-\$16,500; CD-Tower-\$25,000; Bidding-Tower-\$1,000; CA-Tower-\$25,000; SD-Retail-\$1,500; DD-Retail-\$5,000; CD-Retail-\$10,000; Bidding & Negotiations-Retail-\$500; CA-Retail-\$4,000

Sales & Marketing

Contract/Proposal Log

Item #	Contract #	Date of Proposal/Contract	Vendor	Description	Amount of Proposal	Change Order #	Amount of Change Order	Total	Description of Proposal/Contract
1	HN		Alex Grizenko	Public Relations Consultant	\$ 12,000.00		\$ -	\$ 12,000.00	\$3,000/mo plus expense thru June '07
2	HN		Basel Fair -Bob Stragusa	Public Relations Consultant	\$ 13,000.00		\$ -	\$ 13,000.00	Paid thru April
3	HN	06/10/07	Christine Web	Museum Consultant	\$ 97,900.00		\$ -	\$ 97,900.00	Consulting project labor cost-\$36,400; Travel-\$10,500; Phone calls-\$1,000 (This is thru the end of the year - December 2007)
4	HN		Don Chinery	Public Relations Marketing	\$ 30,000.00		\$ -	\$ 30,000.00	\$5,000/mo - 6 months retainer
5	HN		Gem-Find	Sales & Marketing	\$ 3,250.00		\$ -	\$ 3,250.00	One time set-up Fee - \$250/mo and then \$500/mo from Feb 1st to July, 2007 - 6 mo term
6	HN		John Kerkinini	Public Relations Consultant	\$ 23,209.00		\$ -	\$ 23,209.00	\$3,333/mo thru August '07
7	HN	08/23/06	Howard Herzog	Consultant-design criteria for jewelers	\$ 36,000.00		\$ -	\$ 36,000.00	\$3,000/mo - 12 months
8	HN		Jayne Schultz	Marketing Consultant	\$ 12,000.00		\$ -	\$ 12,000.00	\$4,000/mo - April - June
9	HN		Lawrence Stoller	Public Relations Consultant	\$ -		\$ -	\$ -	
10	HN		Liz C & Marty Hurwitz	Public Relations Consultant	\$ -		\$ -	\$ -	\$10,000/mo for marketing services
11	HN		MC2	Branding; Collaterals; Advertising; Website; On-Line Marketing	\$ 349,000.00		\$ -	\$ 349,000.00	Phase I-\$35,000; Phase II-\$314,000
12	HN		MVI Marketing	Sales & Marketing	\$ 130,000.00		\$ -	\$ 130,000.00	Initial consulting fee - \$10,000; \$10,000/mo thereafter; On sale of 50% Office Condo Units and 50% retail space- Initial success fee - \$125,000. On sale of 90% Office Condo Units & 90% office retail space-Additional success fee - \$125,000. All travel and expenses greater than \$500 must be pre-approved by Owner.
13	HN		Point Trade Sales - Tommy Berry	Sales & Marketing	\$ 50,000.00		\$ -	\$ 50,000.00	Paid Hourly - Forecasted number

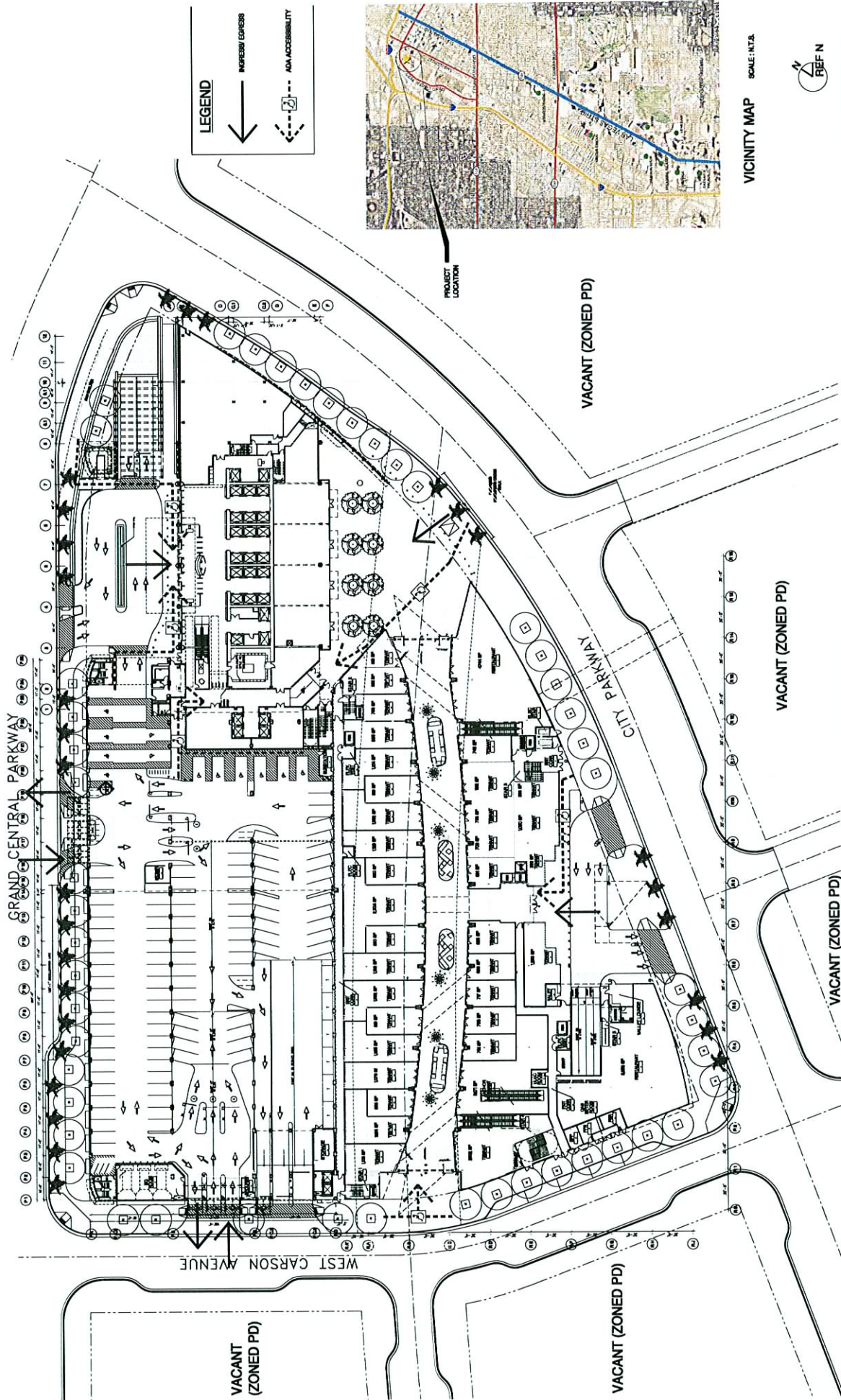
Contract/Proposal Log

Item #	Contract #	Date of Proposal/Contract	Vendor	Description	Amount of Proposal	Change Order #	Amount of Change Order	Total	Description of Proposal/Contract
14	HN		Preferred PR	Public Relations Marketing	\$ 32,500.00		\$ -	\$ 32,500.00	\$2500/mo thru '07
15	HN		Ralph Destino						
16	HN		Shari West Associates	Public Relations Marketing	\$ 5,000.00		\$ -	\$ 5,000.00	Hourly Basis
17	HN		SimplexDiam, Inc	Sales & Marketing	\$79,083		\$ -	\$ 79,083.00	\$5,000 per month thru '07 - Yogesh Madhani
18	HN		Robyn Lewis	Sales & Marketing-Consulting Services	\$ 68,900.00		\$ -	\$ 68,900.00	\$6,000 per month
19	HN		Terry Murphy-Strategic Solutions	Sales & Marketing-Consulting Services	\$ 52,000.00		\$ -	\$ 52,000.00	\$3,000/mo. Hily rate of \$300/hr exceed 10 hrs.
20	HN		Yakov Almor	Public Relations Marketing	\$ -		\$ -	\$ -	
21	HN		Yanni Meias	Public Relations Consultant	\$ 22,000.00		\$ -	\$ 22,000.00	\$2,000/mo thru December '07
					\$ -		\$ -	\$ -	

SCHEDULE OF PERFORMANCE

Developer's Obligations

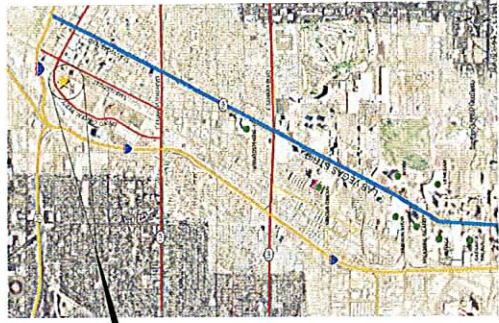
- | | |
|-------------------------------------|------------|
| 1. Demonstrate Financial Commitment | 08/31/2009 |
| 2. Plans & Drawings | 08/31/2009 |
| 3. Commencement of Site Preparation | 09/30/2009 |
| 4. Commencement of Construction | 10/31/2009 |
| 5. Completion of Construction | 08/31/2012 |



LEGEND

IMPRESSIVE EXPRESS

ADA ACCESSIBILITY



VICINITY MAP

SCALE: 1/2"=1/4"

REF N

OCTOBER 9, 2007

SITE PLAN

SCALE: 1"=30'-0"

ALCOON + PORTER
ARCHITECTS

444 Avenue of the Americas, 10th Floor
New York, NY 10013
Tel: 212.693.1000
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www.alcoonporter.com

WORLD JEWELRY CENTER

PRIORITY INTERNATIONAL CORPORATION
421 N. Broadway Street, Suite 250
New York, NY 10013
Tel: 212.693.1000
Fax: 212.693.1001
www.priorityintl.com

APA # 25034





EXHIBIT D

Project Funding and Financial Information

Attachment 1 – List and Breakdown of Sources and Use of Funds (*submitted for preliminary qualification*)

Attachment 2 – Pro-forma Statements for 5-years or length of ownership of Development entity

Attachment 3 – Current Financial Statements (2 yrs); P & L (2 yrs); and Balance Sheet (2 yrs)

Attachment 4 – Current Banking Relationships and Performance Bond References

Attachment 5 – Demonstration that performance bonds are required, finding of necessity

EXHIBIT D: Attachment 1 – List and Breakdown of Sources and Use of Funds

World Jewelry Center
PROFORMA
Union Park Parcel E

Project Costs

I	Land		
	Purchase Price	10,178,680	
	Closing Costs	<u>50,893</u>	
	Subtotal		10,229,573
II	Offsite Improvements		
	Sitework	<u>7,148,517</u>	
	Subtotal		7,148,517
III	Consultants		
	Preliminary Design	1,883,763	
	Office	9,560,801	
	Retail	1,780,011	
	Parking	1,483,897	
	Residential	1,388,983	
	Club	427,800	
	FTZ	270,000	
	Exhibition Hall	395,400	
	Museum	182,835	
	LEED Design	350,060	
	Specialty Consultants	<u>7,308,701</u>	
	Subtotal		25,032,251
IV(a)	Direct Construction Costs-Core & Shell		
	Tower (Office) Core & Shell	270,541,727	
	Residential Core & Shell	69,860,466	
	Retail Core & Shell	71,665,739	
	Parking	82,716,314	
	Misc.	<u>67,000</u>	
	Subtotal		494,851,246
IV(b)	Direct Construction Costs - Interiors		
	Office Tower TI Allowance	29,348,300	
	Less: Spa, Club	(1,545,950)	
	Residential Units	24,327,100	
	Residential Common Areas	9,290,400	
	Retail Center	3,966,275	
	Museum, Café, Store	8,232,750	
	Tower Club	6,275,700	
	Pool/Spa	3,000,000	
	Temporary Signs & Barricades	80,000	
	Tenant Srv Discretionary Fund	<u>35,000</u>	
	Subtotal		83,009,575
IV(c)	Owner Furnished, Contractor Installed		18,986,200

World Jewelry Center
PROFORMA
Union Park Parcel E

Project Costs

V	Gov't Fees, Permits		
	Zoning Check Fee	24,785	
	Plan Check Fee	322,208	
	Clearing & Grubbing	1,100	
	Grading Permit	1,020	
	Building Permit-Office	329,989	
	Building Permit-Retail	35,077	
	Building Permit-Parking	130,638	
	Transportation Fee	853,484	
	Sewer Connection - Office	561,600	
	Sewer Connection - Residential	196,416	
	Utility Hookups	275,000	
	Miscellaneous	<u>250,000</u>	
	Subtotal		3,532,242
VI	Developer Fees & Overhead		
	Developer Fees	32,093,441	
	Developer's Legal	1,000,000	
	Insurance & Bonds	8,507,948	
	Overhead & Reimbursements	<u>4,584,777</u>	
	Subtotal		46,186,166
VII	Financing		
	Construction Loan Origination Fee	3,245,150	
	Const'n Loan Title & Closing	1,622,575	
	Const'n Loan Placement Fee	3,245,150	
	Mezz Loan Origination Fee	1,854,370	
	Mezz Loan Placement Fee	1,854,370	
	Equity Placement Fee	1,390,778	
	Equity Transaction Closing Costs	347,694	
	Construction Period Interest	48,412,046	
	Mezz Loan Interest	63,388,648	
	Miscellaneous Financing Costs	<u>1,000,000</u>	
	Subtotal		126,360,781
VIII	Sales & Marketing		
	BB	25,392,913	
	KL	22,504,387	
	Retail	<u>6,165,101</u>	
	Subtotal		54,062,401
IX	Project Contingency		57,786,082
	TOTAL PROJECT COST		<u>927,185,035</u>

World Jewelry Center
PROFORMA
Union Park Parcel E

Project Values

Sale of Office Condominiums			RSF Total	Price Per SF	Total Price
Subtotal - Office			815,229	714	582,276,226
Sale of Residential Condominiums (43-52)	No. Units	SF	Price/SF	Price/Unit	
Subtotal - Residential	98	139,012	1,516	2,149,955	210,695,543
Total Gross Sales Price - Tower					792,971,768
Retail Rents					
Net Operating Income					15,811,951
Capitalized Value of Retail Center			7.0%		225,885,021
Selling Expenses			5.0%		(11,294,251)
Net Sales Price - Retail					214,590,770
NPV of Tax Increment					80,396,151
Tower Sales Prices					792,971,768
Total Project Value					1,087,958,690
Total Project Cost					927,185,035
Total Profit					160,773,654
Updated:			31-Oct-07		

Exhibit D

Attachment 2

The World Jewelry Center is primarily a for-sale project, so no operating proforma exists. The project consists of an iconic tower, containing approximately 815,000 square feet of condominium offices space, and 98 residential condominium units.

Letters of Intent have been signed for about one-third of the for-sale office space, at an average price of slightly over \$700 per square foot. Sales activities on the residential condominiums have not commenced, pending regulatory clearances.

Adjacent to the tower is a retail center containing approximately 160,000 square feet of shops, restaurants and other attractions. The developer's intent is to lease the retail spaces on a long-term basis, and retain ownership of it.

It is anticipated that the project will be between 50% and 70% pre-sold and pre-leased prior to construction, and substantially sold out at the time of completion. Tenant Improvements, escrow closings and move-ins are expected to take eight or nine months thereafter.

Exhibit D

Attachment 3

In order to maintain confidentiality, the Developer has held a private meeting with City officials for the purpose of discussing Developer's financial capabilities.

Exhibit D

Attachment 4

Banking References of Robert Zarnegin and Probity International Corporation

Drew Daly
Vice President, Real Estate Finance
HSBC Bank, USA
452 Fifth Avenue
New York, NY 10018
(212) 525-1141

Warren de Haan
Managing Director
Countrywide Commercial Real Estate
Finance
1401 Ocean Avenue #300
Santa Monica, CA 90401
(310) 899-2105

Scott Hardt
Senior Vice President
Pacific Western Bank
10250 Constellation Boulevard, #1640
Los Angeles, CA 90067
(310) 728-1028

Kathy Attai
Vice President
Comerica Bank
2000 Avenue of the Stars #210
Los Angeles, CA 90067
(310) 712-6742

Joanna Lucchesi
Senior Vice President
HSBC Private Bank
455 N. Bedford Drive
Beverly Hills, CA 90210
(310) 281-4290

Rochelle Yambao
City National Bank
10889 Wilshire Boulevard
Los Angeles, CA 90024
(310) 888-6981

Roger Unger
Senior Vice President
Community Bank of Nevada
8945 Russell Road #300
Las Vegas, NV 89148
(702) 498-9530

Daphne Shi
East West Bank
450 N. Roxbury
Beverly Hills, CA 90210
(310) 888-8865

Linda Wu
Preferred Bank
524 Wilshire Boulevard
Santa Monica, CA 90401
(310) 857-6003

Farideh Zakaryaie
Vice President
Bank Leumi
8883 Wilshire Boulevard #400
Beverly Hills, CA 90211
(323) 653-0183

Perry Wilder
Citigroup Private Bank
787 W. Fifth St. 28th Floor
Los Angeles, CA 90071
(213) 239-2048

Exhibit D

Attachment 5

Developer plans to obtain and finalize project financing commitments in the third or fourth quarter of 2008. It is not known at this time to what extent performance bonds will be required.

EXHIBIT E

Explanation of How Project Complies with RDA Plan

The World Jewelry Center (WJC) will be a world-class, mixed-use development complex consisting of an iconic high-rise gem and jewelry trade tower with both office and residential condominium units, as well as an enclosed jewelry retail shopping promenade with a magnificent gem and jewelry museum. The 1.2 million square foot center is planned to be a premier fully-integrated, service-oriented business hub catering to retailers, manufacturers, dealers and wholesalers in the diamond, gemstone, pearl, jewelry and watch industries. Every aspect of the project, from design to implementation, is being planned and developed to create a full-service jewelry business hub. Occupants in the trade tower will include leaders from all over the world and from every sector of the gem and jewelry trade. Tenants in the retail center will merchandise differentiated products from around the globe, providing a totally unique retail experience. The retail center will be approximately 165,000 square feet, consisting of three floors open to the public. The bottom two floors will house the retail stores, and the third floor will house a world-class gem and jewelry museum.

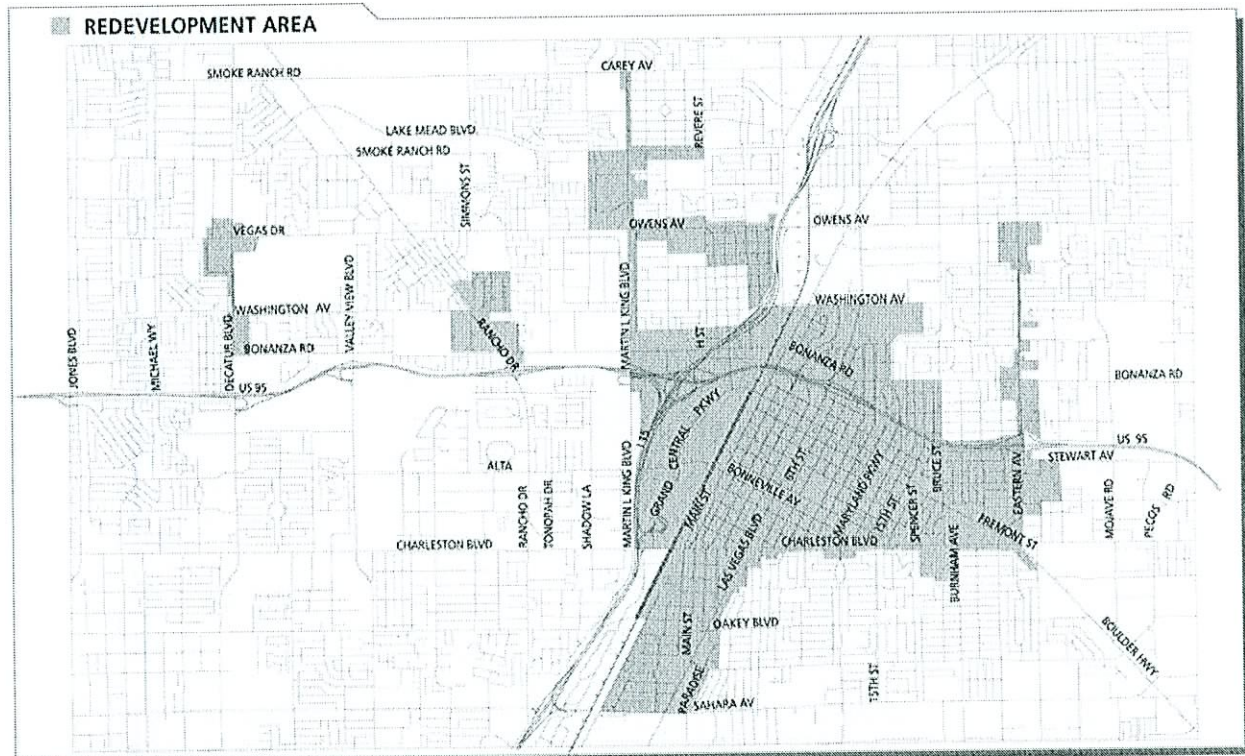
The center will include state-of-the-art security, whole-ownership office condominium units, secure shipping and receiving, gem grading labs and educational facilities, meeting and exhibition space, trade associations, a designated Foreign Trade Zone, trade shop facilities, an upscale private club and spa, banks, transport and ancillary services, and international restaurants. Beauty, ease, convenience, and efficiency will be bywords of the project. The WJC will eliminate the currently existing blighted conditions and lead to the rehabilitation and redevelopment of the Redevelopment Area in accord with the Master Plan, the Redevelopment Plan and local codes and ordinances.

In addition the 40 story high-rise office tower will be open to the jewelry trade only, in a business to business format. Dealers, manufacturers, and suppliers from every sector of the industry will be present in the tower and will do business with each other, as well as with retailers who will frequent the complex year round. The retail jewelry promenade and museum will be open to the public and will be designed to attract hundreds of thousands of consumers each year, consisting of domestic and international visitors as well as local residents. This should achieve an environment reflecting a high level of concern for architectural, landscape, and urban design and land use principles appropriate for attainment of the objectives of the Redevelopment Plan.

In order to minimize unplanned growth by guiding revitalization activities and new development in such fashion as to meet the needs of the Redevelopment Area, the City and its citizens, WJC has been working in concert with the Redevelopment Agency and others to assure that we are well incorporated in the master-planned community of Union Park, one of the largest city-sponsored urban redevelopment programs in the United States. As a result, the WJC is located just a few blocks west of Las Vegas Blvd., which extends south to the portion commonly known as the "Strip." The WJC location is approximately three miles north of the Venetian Hotel and Sands Convention Center, the location of the well-known JCK Jewelry Show. The site is also highly accessible from McCarran International Airport.

To attract further investment in the WJC and Las Vegas in general, we will have a multi-million dollar domestic and international marketing campaign to entice people to come. The gem and jewelry museum will become a major draw, as it will be a unique experience for consumers of all ages. The jewelry stores, housing tradespeople and products from around the globe, will become an attraction in and of themselves, exposing buyers to a combination of jewelry stores and products that do not exist anywhere else on the planet. The WJC will become known worldwide as a premier retail jewelry center.

ATTACHMENT 1 – REDEVELOPMENT PLAN AREA



Date of Map 1996

Source: City of Las Vegas Planning and Development Department (July 2003)

ATTACHMENT 2 – EMPLOYMENT PLAN POLICY

**CITY OF LAS VEGAS
REDEVELOPMENT AGENCY
EMPLOYMENT PLAN POLICY**

**Adopted
June 6, 2001**

EMPLOYMENT PLAN POLICY

(As Adopted on June 6, 2001)

A. What is the purpose of the Employment Plan Policy?

The purpose of this Employment Plan Policy is to encourage developers and build-to-suit owners/lessees participating in a redevelopment project funded by the Redevelopment Agency to hire individuals of specially targeted population groups (economically disadvantaged residents, physically handicapped, members of racial minorities, veterans or women) who live within the area of operation.

B. Who must submit Employment Plans?

1. **Developers:** As appropriate for the redevelopment project, the developer shall submit to the Redevelopment Agency an Employment Plan for the construction phase of the redevelopment project in accordance with the requirements of this Policy. For purposes of this Policy, a "developer" means any person or entity who is proposing to construct commercial, office, retail or industrial space with the assistance of the Redevelopment Agency and includes both developers of speculative space and build-to-suit owners.

A "developer of speculative space" means any developer who constructs commercial, office, retail or industrial space for the purpose of conveying or leasing to an unknown owner and/or tenant. A "build-to-suit developer" means any developer who constructs commercial, office, retail or industrial space in accordance with the customized specifications of a known owner and/or lessee to whom the space will be conveyed or leased upon completion of the redevelopment project.

2. **Build-to-Suit Owners/Lessees:** As appropriate for the redevelopment project submitted by a build-to-suit developer, the owner/lessee for which the redevelopment project is to be constructed shall submit to the Redevelopment Agency an Employment Plan for the post construction phase of the redevelopment project in accordance with the requirements of this Policy.

For purposes of this Policy, "build-to-suit owner/lessee" means the owner and/or lessee of commercial, office, retail or industrial space which has been constructed by the developer to the customized specifications of the owner/lessee.

3. **Owners/Lessees:** An owner/lessee of speculative commercial, industrial, office or retail space shall be exempt from submitting an Employment Plan.

C. What is the term of the Employment Plan?

1. The developer shall adhere to the Employment Plan only during the construction phase of the development.
2. The build-to-suit owner/lessee shall adhere to the Employment Plan for at least as long as the redevelopment project remains subject to the Owner Participation Agreement (OPA)/Disposition and Development Agreement (DDA). Each OPA/DDA will include the specific time periods based on the particular relevant aspects of the project. All subcontractors of permanent operations will be required to adhere to the Employment Plan through contractual language included in any agreement with the build-to-suit owner/lessee. The appropriate requirements of the Employment Plan Policy shall be included in the Owner Participation Agreement.
3. Employment Plans must be submitted to the Agency for review during negotiations for redevelopment funding to be approved as part of the OPA/DDA.

D. What information must the developer provide in the Employment Plan?

The developer shall provide the Agency with a list and amount of all contracts to be let for the construction of the redevelopment project.

E. What procedures shall the developer adhere to?

The developer is required to submit an Employment Plan for the construction phase of the redevelopment project, and shall be referred to the City's Minority Vendors Directory. The developer shall notify the vendors identified in the Minority Vendors Directory of all contracts to be let for the redevelopment project. A copy of the notification shall be submitted to the Redevelopment Agency.

F. What information must be in the Employment Plan submitted by Build-to-Suit Owner/Lessees?

1. A description of the existing opportunities for employment within the area. This information is available from the Nevada Employment Security Department. The Agency shall make every effort to assist the build-to-suit owner/lessee in obtaining this information for inclusion in the Employment Plan.
2. A projection of the effect that the redevelopment project will have on opportunities for employment within the area. In other words, the

number of new jobs created as a result of the redevelopment project and a description of the skills required to fill the positions. The build-to-suit owner/lessee must supply this information to the Redevelopment Agency.

3. It is the intent of this Policy that a minimum of 51% of all new jobs created as a direct result of the Redevelopment Project be filled by residents of the Redevelopment Area and/or the City of Las Vegas Special Impact Area (SIA) and/or Census Tracts 5.03 and 5.04 (these tracts will be eligible for SIA designation upon release of the 1990 census information). The Redevelopment Agency shall have the authority to reduce the employment requirements of this section after a showing of just cause. This includes the refilling of those jobs for the duration of the Employment Plan. The build-to-suit owner/lessee is required to submit an Employment Plan which describes how the operation will employ persons who are:
 - a. *economically disadvantaged*
 - b. *physically handicapped*
 - c. *members of racial minorities*
 - d. *veterans*
 - e. *women*
4. The build-to-suit owner/lessee shall, as part of the Employment Plan, utilize one or more of the following referral agencies for the purpose of receiving qualified job applicants. Only nominal administrative fees can be charged to the employee by non-profit referral agencies for referral or job placement. These referral agencies, by virtue of their activities, are recognized as having a knowledge of the applicant pool available to assist in the location of and, in some cases, training and upgrading of skills of qualified applicants to fill the unique needs of each business.
 - a. *Nevada Employment Security Department*
 - b. *Nevada Business Services*
 - c. *Nevada Black Chamber of Commerce*
 - d. *Latin Chamber of Commerce*
 - e. *Las Vegas Indian Center*
 - f. *Nevada Association for the Handicapped*
 - g. *Nevada Welfare Department*
 - h. *Women's Development Center*
 - i. *St. Vincent's Job Desk*
 - j. *Community College of Southern Nevada*
 - k. *Bureau of Vocational Rehabilitation of Southern Nevada*
 - l. *Dr. Martin Luther King, Jr. Committee*
5. Build-to-suit owner/lessees shall be required to pay a minimum rate which is the higher of the federal minimum wage or the market rates

paid by employers in similar businesses in order to ensure that redevelopment jobs provide decent standards of living for employees.

6. Build-to-suit owner/lessee shall establish an in-house training program for promoting employees, provided the operation employs a total of more than (25) employees. The training program shall be included as part of the Employment Plan.

G. What procedural guidelines must Build-to-Suit Owner/Lessee follow?

1. The build-to-suit owner/lessee agrees to submit written notification to the referral agency of job positions available for hire at least thirty (30) working days prior to the employer's anticipated hiring date.
2. Such written notification shall include a description of the required job qualifications, the rate of pay, the anticipated hiring date, and the date by which the referral agency must refer qualified applicants to the build-to-suit owner/lessee in order to be considered for hiring to the vacant position including management, technical and professional positions.
3. The build-to-suit owner/lessee need not notify the referral agency of any vacancy to be filled by an internal promotion from his own work force.
4. In the event that the referral agency fails to refer qualified individuals within thirty (30) working days for consideration of the vacant job openings of which the build-to-suit owner/lessee has notified the referral agency, the build-to-suit owner/lessee will be free to directly fill any and all remaining positions after so notifying the referral agency in writing.
5. The build-to-suit owner/lessee shall make the final decision on hiring new employees but shall be encouraged to select employees from among qualified persons referred by the referral agencies. This does not release the build-to-suit owner/lessee from the requirements of this Policy.
6. The build-to-suit owner/lessee will not discriminate against any applicant for employment because of race, religion, age, handicap, color, sex, national origin.
7. The Redevelopment Agency shall be copied on all written correspondence between the build-to-suit owner/lessee and the referral agency.

H. What are the reporting requirements?

1. The developer shall inform the Agency of the selected bidder after the bid is awarded, including a justification for not selecting the minority vendor, if such is the outcome. Backup documentation shall be provided to the Agency, as requested.
2. The build-to-suit owner/lessee shall submit a report to the Redevelopment Agency within thirty (30) calendar days after the end of each calendar quarter. This report will provide the Agency with a list of employees' names, addresses, rates of pay and health benefit status, and whether or not they were referred by the above agencies. Affected employees shall be notified that this information is being reported to the Agency. The Agency shall use this information for the sole purpose of determining compliance of the owner/lessee with the submitted Employment Plan. This information shall not be submitted to any other person or organization for any other purpose.

Assembly Bill No. 664- Assemblymen Arberry and Wendell Williams

Chapter 621

An ACT relating to the redevelopment of communities; requiring a proposal for a project of redevelopment to include an employment plan; and providing other matters property relating thereto.

THE PEOPLE OF THE STATE OF NEVADA, REPRESENTED IN SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

Section 1. NRS 279.572 is hereby amended to read as follows:

279.572 **1. Every redevelopment plan must show:**

- [1.] (a) The amount of open space to be provided and the layout of streets.
- [2.] (b) Limitations on type, size, height, number and proposed use of buildings.
- [3.] (c) The approximate number of dwelling units.
- [4.] (d) The property to be devoted to public purposes and the nature of those purposes
- [5.] (e) Other covenants, conditions and restrictions which the legislative body prescribes.
- [6.] (f) The proposed method of financing the redevelopment plan in sufficient detail so that the legislative body may determine the economic feasibility of the plan.

2. As appropriate for the particular project, each proposal for a project must also include an employment plan. The employment plan must include:

- (a) A description of the existing opportunities for employment within the area.
- (b) A projection of the effect that the redevelopment project will have on opportunities for employment within the area.
- (c) A description of the manner in which an employer relocating his business into the area plans to employ persons living within the area of operation who are:
 - (1) Economically disadvantaged
 - (2) Physically handicapped
 - (3) Members of racial minorities
 - (4) Veterans
 - (5) Women